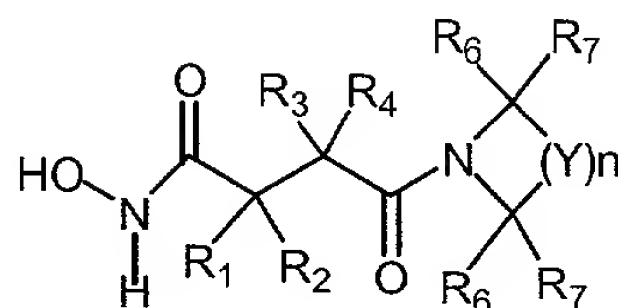


What is claimed is:

1. A compound of Formula (I):

5



wherein:

- R_1 is hydrogen, halo, -OH, $-R_8OR_9$, $-R_9$, $-OR_9$, -SH, $-SR_9$, $-NH_2$, $-NHR_9$, $-NR_9R_{10}$, $-NHC(=O)H$, $-NR_9C(=O)H$, $-NHC(=O)R_9$, $-NR_9C(=O)R_{10}$, $-NHC(=O)NH_2$, $-NR_9C(=O)NH_2$, $-NHC(=O)NHR_9$, $-NHC(=O)NR_9R_{10}$, $-NR_9C(=O)NR_{9a}R_{10}$, $-NHC(=O)OR_9$, $-NR_9C(=O)OR_{10}$, $-NHS(=O)_2R_9$, $-NR_9S(=O)_2R_{10}$, $-NHS(=O)_2OR_9$, or $-NR_9S(=O)_2OR_{10}$ where R_8 is selected from the group consisting of $-C_1-C_{12}$ alkylene, substituted alkylene, or heteroalkylene, $-C_1-C_{12}$ alkenylene, substituted alkenylene, or heteroalkenylene, $-C_1-C_{12}$ alkynylene, substituted alkynylene, or heteroalkynylene, and $-(C_1-C_8 \text{ alkylene or substituted alkylene})_{n1}-(C_3-C_{12} \text{ arylene or heteroarylene})-(C_1-C_8 \text{ alkyl or substituted alkyl})_{n2}$ where $n1$ and $n2$ are independently 0 or 1; and R_9 , R_{9a} and R_{10} are independently selected from the group consisting of $-C_1-C_{12}$ alkyl, substituted alkyl, or heteroalkyl, $-C_1-C_{12}$ alkenyl, substituted alkenyl, or heteroalkenyl, $-C_1-C_{12}$ alkynyl, substituted alkynyl, or heteroalkynyl, and $-(C_1-C_8 \text{ alkyl or substituted alkyl})_{n3}-(C_3-C_{12} \text{ arylene or heteroarylene})-(C_1-C_8 \text{ alkyl or substituted alkyl})_{n4}$ where $n3$ and $n4$ are independently 0 or 1;

R_2 is independently hydrogen or $-R_9$ wherein R_9 is as defined above;

- R_3 is hydrogen, halo, $-R_{11}$, -OH, $-OR_{11}$, $-R_{12}OR_{11}$, -SH, $-SR_{11}$, $-NH_2$, $-NHR_{11}$, $-NR_{11}R_{13}$, $-NHC(=O)H$, $-NR_{11}C(=O)H$, $-NHC(=O)R_{11}$, $-NR_{11}C(=O)R_{13}$, $-NHC(=O)NH_2$, $-NR_{11}C(=O)NH_2$, $-NHC(=O)NHR_{11}$, $-NHC(=O)NR_{11}R_{13}$, $-NR_{11}C(=O)NR_{11a}R_{13}$, $-NHC(=O)OR_{11}$, $-NR_{11}C(=O)OR_{13}$, $-NHS(=O)_2R_{13}$, $-NR_{11}S(=O)_2R_{13}$, $-NHS(=O)_2OR_{11}$, or $-NR_{11}S(=O)_2OR_{13}$, where R_{12} is selected from the group consisting of $-C_1-C_{12}$ alkylene, substituted alkylene, or heteroalkylene, $-C_1-C_{12}$ alkenylene, substituted alkenylene, or heteroalkenylene, $-C_1-C_{12}$ alkynylene, substituted alkynylene, or heteroalkynylene, and $-(C_1-C_8 \text{ alkylene or substituted alkylene})_{n1}-(C_3-C_{12} \text{ arylene or heteroarylene})-(C_1-C_8 \text{ alkyl or substituted alkyl})_{n2}$ where $n1$ and $n2$ are independently 0 or 1;

substituted alkynylene, or heteroalkynylene, and $-(C_1-C_8 \text{ alkylene or substituted alkylene})_{n5}-(C_3-C_{12} \text{ arylene or heteroarylene})-(C_1-C_8 \text{ alkyl or substituted alkyl})_{n6}$ where $n5$ and $n6$ are independently 0 or 1; and R_{11} , R_{11a} and R_{13} are independently selected from the group consisting of $-C_1-C_{12}$ alkyl, substituted alkyl, or heteroalkyl, $-C_1-C_{12}$ alkenyl, substituted alkenyl, or heteroalkenyl, $-C_1-C_{12}$ alkynyl, substituted alkynyl, or heteroalkynyl, and $-(C_1-C_8 \text{ alkyl or substituted alkyl})_{n7}-(C_3-C_{12} \text{ arylene or heteroarylene})-(C_1-C_8 \text{ alkyl or substituted alkyl})_{n8}$ where $n7$ and $n8$ are independently 0 or 1;

R_4 is hydrogen or $-R_{11}$ where $-R_{11}$ is as defined above;

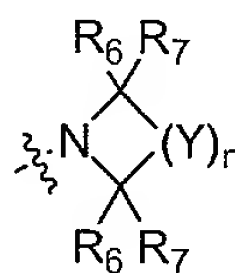
n is an integer from 1 to 5;

zero or one Y is selected from the group consisting of $-O-$, $-NR_{11}-$ where R_{11} is as defined above, and $-S-$, and all remaining Y are $-CR_6R_7-$ where R_6 and R_7 are each independently selected from the group consisting of hydrogen, $-R_{14}$, $-OH$, $-OR_{14}$, $-SH$, $-SR_{14}$, $-NH_2$, $-NHR_{14}$, $-NR_{14}R_{15}$, $-C(=O)H$, $-C(=O)R_{14}$, $-C(=O)NH_2$, $-C(=O)NHR_{14}$, $-C(=O)NR_{14}R_{15}$, $-C(=O)OH$, $-C(=O)OR_{14}$, $-C(=O)SH$, $-C(=O)SR_{14}$, $-C(=O)CH_3$, $-C(=O)CH_2R_{14}$, $-C(=O)CHR_{14}R_{15}$, $-C(=O)CR_{14}R_{15}R_{16}$, $-C(=O)OCH_3$, $-C(=O)OCH_2R_{14}$, $-C(=O)OCHR_{14}R_{15}$, $-C(=O)OCR_{14}R_{15}R_{16}$, $-S(=O)_2NH_2$, $-S(=O)_2NHR_{14}$, $-S(=O)_2NR_{14}R_{15}$, $-NHC(=O)H$, $-N(R_{14})C(=O)H$, $-NHC(=O)R_{15}$, $-N(R_{14})C(=O)R_{15}$, $-NHC(=O)OR_{14}$, $-NHS(=O)_2H$, $-N(R_{14})S(=O)_2H$, $-NHS(=O)_2OR_{15}$, $-N(R_{14})S(=O)_2OR_{15}$, $-N(H)S(=O)_2R_{15}$, $-N(R_{14})S(=O)_2R_{15}$ and where two vicinal R_6 or R_7 groups combine to form a substituted or unsubstituted $-C_4-C_{10}$ cyclic alkyl, cyclic heteroalkyl, aryl or heteroaryl group where R_{14} , R_{15} and R_{16} are each independently selected from the group consisting of $-C_1-C_{12}$ alkyl, substituted alkyl, or heteroalkyl, $-C_1-C_{12}$ alkenyl, substituted alkenyl, or heteroalkenyl, $-C_1-C_{12}$ alkynyl, substituted alkynyl, or heteroalkynyl, alkoxy, and $-(C_1-C_8 \text{ alkyl or substituted alkyl})_{n9}-(C_3-C_{12} \text{ arylene or heteroarylene})-(C_1-C_8 \text{ alkyl or substituted alkyl})_{n10}$ where $n9$ and $n10$ are independently 0 or 1; or when R_{14} and R_{15} are attached to a nitrogen atom they can combine to form a substituted or unsubstituted $-C_4-C_{10}$ cyclic alkyl, cyclic heteroalkyl, aryl or heteroaryl group; or

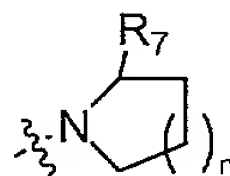
a pharmaceutically acceptable salt thereof.

2. The compound of Claim 2 wherein R₁ is halo.
3. The compound of Claim 2 wherein R₁ is fluoro.
- 5 4. The compound of Claim 3 wherein R₂ and R₄ are hydrogen.
5. The compound of Claim 4 wherein R₃ is alkyl.
6. The compound of Claim 5 wherein the

10



group is a group of formula:



15

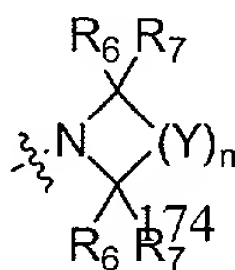
wherein:

n is 1; and

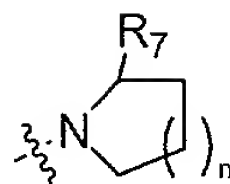
R₇ is -C(=O)NR₁₄R₁₅ where R₁₄ and R₁₅ are independently selected from the group consisting of hydrogen, -(C₁-C₁₂) alkyl, substituted alkyl, or heteroalkyl, -(C₁-C₁₂) alkenyl, substituted alkenyl, or heteroalkenyl, -(C₁-C₁₂) alkynyl, substituted alkynyl, or heteroalkynyl, alkoxy, and -(C₁-C₈ alkyl or substituted alkyl)_{n9}-(C₃-C₁₂ arylene or heteroarylene)-(C₁-C₈ alkyl or substituted alkyl)_{n10} where n₉ and n₁₀ are independently 0 or 1; or R₁₄ and R₁₅ combine to form a substituted or unsubstituted -(C₄-C₁₀)cyclic alkyl, cyclic heteroalkyl, aryl or heteroaryl group.

25

7. The compound of Claim 5 wherein the



group is a group of formula:



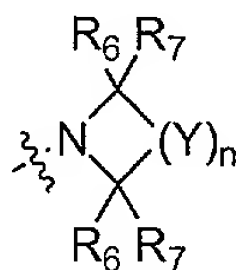
5 wherein:

n is 1; and

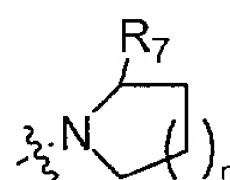
R₇ is -C(=O)NR₁₄R₁₅ where R₁₄ and R₁₅ are each independently hydrogen or - (C₁-C₁₂) alkyl, alkoxy, aryl, heteroaryl or R₁₄ and R₁₅, when attached to the same carbon, combine to form a cyclic heteroalkyl, aryl or heteroaryl group.

10

8. The compound of Claim 5 wherein the



group is a group of formula:



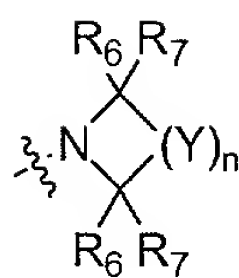
15

wherein:

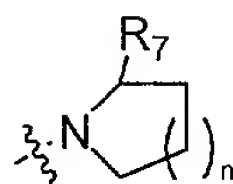
n is 1; and

20 R₇ is -C(=O)NHR₁₅ where R₁₅ is H or -(C₁-C₁₂) alkyl, aryl, or heteroaryl or -C(=O)NR₁₄R₁₅ where R₁₄ and R₁₅ form a substituted or unsubstituted -(C₄-C₁₀)cyclic heteroalkyl.

9. The compound of Claim 5 wherein the



group is a group of formula:



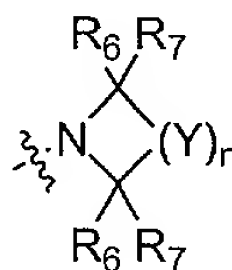
5 wherein:

n is 1; and

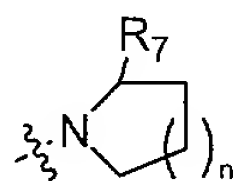
- R₇ is *n*-butylaminocarbonyl, *tert*-butylaminocarbonyl, benzylaminocarbonyl, 1,1-dimethylpropylaminocarbonyl, 2-(cyclohexen-1-yl)-ethylaminocarbonyl, indan-5-ylaminocarbonyl, 4,5-dimethylthiazol-2-ylaminocarbonyl, 4-
 10 phenoxyphenylaminocarbonyl, cyclopropylmethyl-aminocarbonyl, pyridin-2-ylaminocarbonyl, pyridin-3-ylaminocarbonyl, pyridin-4-ylmethylaminocarbonyl, morpholin-4-ylcarbonyl, 3,4-methylenedioxy-phenylaminocarbonyl, quinolin-3-ylaminocarbonyl, methylaminocarbonyl, 4-biphenylaminocarbonyl, 3-
 15 phenoxyphenylaminocarbonyl, 3,4-dichlorophenyl-aminocarbonyl, 4-*tert*-butylphenylaminocarbonyl, 4-*tert*-butylaminocarbonyl, indan-2-ylaminocarbonyl, 2,2-dimethylpropylaminocarbonyl, 4-phenylthiazol-2-ylaminocarbonyl, 5-phenylthiadiazol-2-ylaminocarbonyl, 5-ethylthiadiazol-3-ylaminocarbonyl, thiadiazol-2-ylaminocarbonyl, 3-trifluoromethoxyphenyl-aminocarbonyl, 2,5-
 20 dimethylphenylaminocarbonyl, 2,5-dimethoxyphenylamino-carbonyl, 3,4-dichlorophenylaminocarbonyl, benzthiazol-2-ylaminocarbonyl, 3-phenoxyphenylaminocarbonyl, 2-hydroxybutylaminocarbonyl, 4-hydroxybutyl-aminocarbonyl, 1,4-benzodioxan-6-ylaminocarbonyl, isoquinolin-6-ylaminocarbonyl, methylaminocarbonyl, thiazol-2-ylaminocarbonyl, 4-methylthiazol-2-yl-aminocarbonyl, 3-methylbutyl-aminocarbonyl, *n*-pentylaminocarbonyl,
 25 cyclohexylaminocarbonyl, 5-methylthiazol-2-ylaminocarbonyl, 4-methylthiazol-2-ylaminocarbonyl, 2,4-dimethoxyphenyl-aminocarbonyl, 3,4-methylenedioxyphen-5-yl-

methylaminocarbonyl, allylaminocarbonyl, 2-methylallylaminocarbonyl, pyrrolidin-1-ylcarbonyl, ethylaminocarbonyl, phenylaminocarbonyl, indan-1-ylaminocarbonyl, 2-methoxyethylaminocarbonyl, indan-5-ylaminocarbonyl, 3,4-difluorophenylaminocarbonyl, 5-methylisoxazol-5-ylaminocarbonyl, 3-fluorophenylaminocarbonyl, 4-fluorophenylaminocarbonyl, *N*-methyl-*N*-phenylaminocarbonyl, 2-propylaminocarbonyl, 2-phenylpropylaminocarbonyl, *n*-propylaminocarbonyl, *N*-ethyl-*N*-(*n*-butyl)aminocarbonyl, benzylaminocarbonyl, thiazolidin-1-ylcarbonyl, piperazin-1-ylcarbonyl, piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, homopiperdin-1-ylcarbonyl, pyrimidin-2-ylaminocarbonyl, 4-methylpiperazin-1-ylcarbonyl, 4-methylpyrimidin-2-ylaminocarbonyl, pyrimidin-4-ylaminocarbonyl, pyrazin-2-ylaminocarbonyl, imidazol-2-ylaminocarbonyl.

10. The compound of Claim 5 wherein the



15 group is a group of formula:

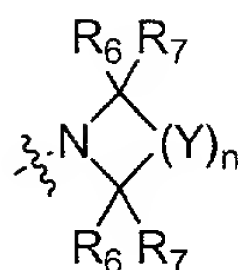


wherein:

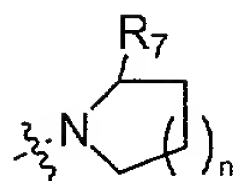
n is 1; and

20 *R*₇ is piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, ethylaminocarbonyl, phenylaminocarbonyl, pyrimidin-2-ylaminocarbonyl, or thiazol-2-ylaminocarbonyl; and the stereochemistry at the C2 carbon atom of the pyrrolidine ring, i.e., carbon carrying the *R*₇ group is (*S*) and *R*₃ is *n*-butyl.

25 11. The compound of Claim 5 wherein the



group is a group of formula:



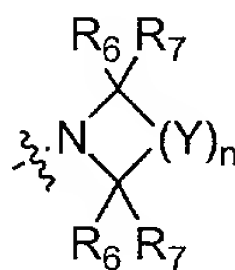
5

wherein:

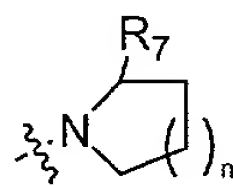
n is 1; and

10 R₇ is -C(=O)OR₁₄ where R₁₄ is hydrogen or -(C₁-C₁₂) alkyl, alkoxy, aryl, or heteroaryl.

12. The compound of Claim 5 wherein the



group is a group of formula:



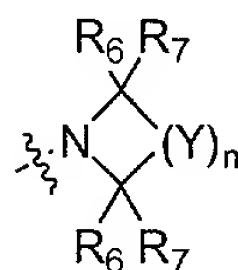
15

wherein:

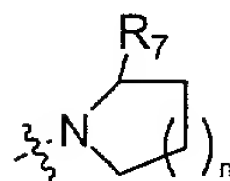
n is 1; and

R₇ is -C(=O)OR₁₄ where R₁₄ is alkyl; and the stereochemistry at the C₂ carbon atom of the pyrrolidine ring is (*S*).

13. The compound of Claim 1 wherein the



group is a group of formula:



5

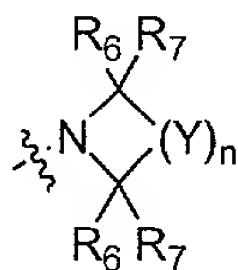
wherein:

n is 1; and

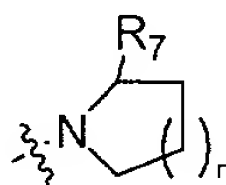
R₇ is -C(=O)NR₁₄R₁₅ where R₁₄ and R₁₅ are independently selected from the group consisting of hydrogen, -(C₁-C₁₂) alkyl, substituted alkyl, or heteroalkyl, -(C₁-C₁₂) alkenyl, substituted alkenyl, or heteroalkenyl, -(C₁-C₁₂) alkynyl, substituted alkynyl, or heteroalkynyl, alkoxy, and -(C₁-C₈ alkyl or substituted alkyl)_{n9}-(C₃-C₁₂ arylene or heteroarylene)-(C₁-C₈ alkyl or substituted alkyl)_{n10} where n₉ and n₁₀ are independently 0 or 1; or R₁₄ and R₁₅ combine to form a substituted or unsubstituted -(C₄-C₁₀)cyclic alkyl, cyclic heteroalkyl, aryl or heteroaryl group.

15

14. The compound of Claim 1 wherein the



group is a group of formula:

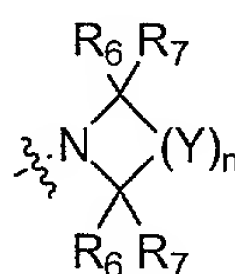


wherein:

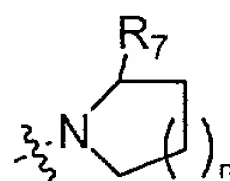
n is 1; and

5 R_7 is $-C(=O)NR_{14}R_{15}$ where R_{14} and R_{15} are each independently hydrogen or $-(C_1-C_{12})$ alkyl, alkoxy, aryl, heteroaryl or R_{14} and R_{15} , when attached to the same carbon, combine to form a cyclic heteroalkyl, aryl or heteroaryl group.

15. The compound of Claim 1 wherein the



group is a group of formula:



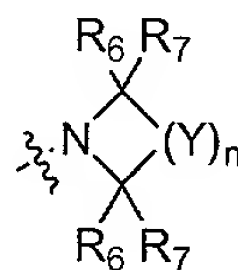
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wherein:

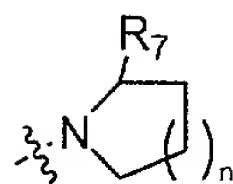
n is 1; and

15 R_7 is $-C(=O)NHR_{15}$ where R_{15} is H or $-(C_1-C_{12})$ alkyl, aryl, or heteroaryl or $-C(=O)NR_{14}R_{15}$ where R_{14} and R_{15} form a substituted or unsubstituted $-(C_4-C_{10})$ cyclic heteroalkyl.

16. The compound of Claim 1 wherein the



group is a group of formula:



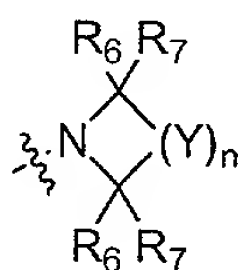
wherein:

n is 1; and

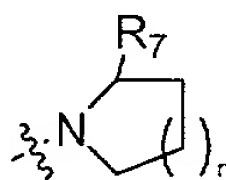
- 5 R_7 is *n*-butylaminocarbonyl, *tert*-butylaminocarbonyl, benzylaminocarbonyl, 1,1-dimethylpropylaminocarbonyl, 2-(cyclohexen-1-yl)-ethylaminocarbonyl, indan-5-ylaminocarbonyl, 4,5-dimethylthiazol-2-ylaminocarbonyl, 4-phenoxyphenyl-aminocarbonyl, cyclopropylmethyl-aminocarbonyl, pyridin-2-ylaminocarbonyl, pyridin-3-ylaminocarbonyl, pyridin-4-ylmethylaminocarbonyl, morpholin-4-ylcarbonyl, 3,4-methylenedioxy-phenylaminocarbonyl, quinolin-3-ylaminocarbonyl, methylaminocarbonyl, 4-biphenylaminocarbonyl, 3-phenoxyphenylaminocarbonyl, 3,4-dichlorophenyl-aminocarbonyl, 4-*tert*-butylphenylaminocarbonyl, 4-*tert*-butylaminocarbonyl, indan-2-ylaminocarbonyl, 2,2-dimethylpropylaminocarbonyl, 4-phenylthiazol-2-ylaminocarbonyl, 5-phenylthiadiazol-2-ylaminocarbonyl, 5-ethylthiadiazol-3-ylaminocarbonyl, thiadiazol-2-ylaminocarbonyl, 3-trifluoromethoxyphenyl-aminocarbonyl, 2,5-dimethylphenylaminocarbonyl, 2,5-dimethoxyphenylamino-carbonyl, 3,4-dichlorophenylaminocarbonyl, benzthiazol-2-ylaminocarbonyl, 3-phenoxyphenylaminocarbonyl, 2-hydroxybutylaminocarbonyl, 4-hydroxybutyl-aminocarbonyl, 1,4-benzodioxan-6-ylaminocarbonyl, isoquinolin-6-ylaminocarbonyl, methylaminocarbonyl, thiazol-2-ylaminocarbonyl, 4-methylthiazol-2-yl-aminocarbonyl, 3-methylbutyl-aminocarbonyl, *n*-pentylaminocarbonyl, cyclohexylaminocarbonyl, 5-methylthiazol-2-ylaminocarbonyl, 4-methylthiazol-2-ylaminocarbonyl, 2,4-dimethoxyphenyl-aminocarbonyl, 3,4-methylenedioxyphen-5-yl-methylaminocarbonyl, allylaminocarbonyl, 2-methylallylaminocarbonyl, pyrrolidin-1-ylcarbonyl, ethylaminocarbonyl, phenylaminocarbonyl, indan-1-ylaminocarbonyl, 2-methoxyethylaminocarbonyl, indan-5-ylaminocarbonyl, 3,4-difluorophenyl-aminocarbonyl, 5-methylisoxazol-5-ylaminocarbonyl, 3-fluorophenylaminocarbonyl, 4-fluorophenylaminocarbonyl, *N*-methyl-*N*-phenylaminocarbonyl, 2-propylamino-carbonyl, 2-phenylpropylaminocarbonyl, *n*-propylaminocarbonyl, *N*-ethyl-*N*-(*n*-

butyl)aminocarbonyl, benzylaminocarbonyl, thiazolidin-1-ylcarbonyl, piperazin-1-ylcarbonyl, piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, homopiperdin-1-ylcarbonyl, pyrimidin-2-ylaminocarbonyl, 4-methylpiperazin-1-ylcarbonyl, 4-methylpyrimidin-2-ylaminocarbonyl, pyrimidin-4-ylaminocarbonyl, pyrazin-2-ylaminocarbonyl,
 5 imidazol-2-ylaminocarbonyl.

17. The compound of Claim 1 wherein the



group is a group of formula:



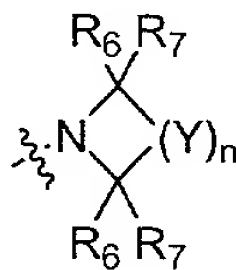
10

wherein:

n is 1; and

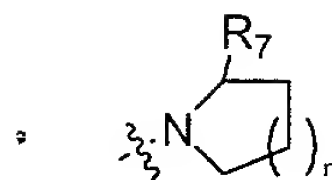
R₇ is piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, ethylaminocarbonyl, phenylaminocarbonyl, pyrimidin-2-ylaminocarbonyl, or thiazol-2-ylaminocarbonyl;
 15 and the stereochemistry at the C2 carbon atom of the pyrrolidine ring, i.e., carbon carrying the R₇ group is (*S*).

18. The compound of Claim 1 wherein the



20

group is a group of formula:

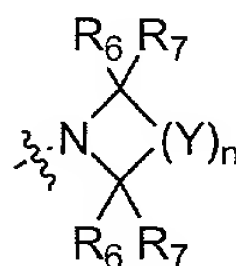


wherein:

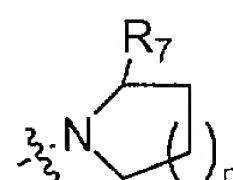
n is 1; and

- 5 R₇ is -C(=O)OR₁₄ where R₁₄ is hydrogen or -(C₁-C₁₂) alkyl, alkoxy, aryl, or heteroaryl.

19. The compound of Claim 1 wherein the



- 10 group is a group of formula:



wherein:

n is 1; and

- 15 R₇ is -C(=O)OR₁₄ where R₁₄ is alkyl; and the stereochemistry at the C₂ carbon atom of the pyrrolidine ring is (S).

20. The compound of Claim 13-19 wherein R₂ and R₄ are hydrogen.

21. The compound of Claim 20 wherein R₁ is halo.

20

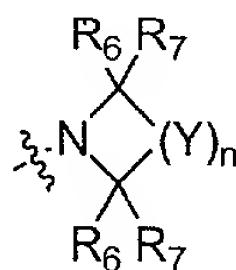
22. The compound of Claim 21 wherein R₃ is alkyl.

23. The compound of Claim 22 wherein R₁ is fluoro.

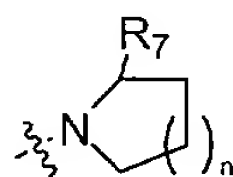
25

24. The compound of Claim 22 wherein R₃ is *n*-butyl.

25. The compound of Claim 13-19 wherein R_1 is halo.
26. The compound of Claim 25 wherein R_1 is fluoro and R_2 and R_4 are hydrogen.
27. The compound of Claim 26 wherein R_3 is alkyl.
28. The compound of Claim 19 wherein R_1 is hydroxy.
29. The compound of Claim 28 wherein R_3 is alkyl.
30. The compound of Claim 29 wherein R_3 is *n*-butyl.
31. The compound of Claim 1 wherein R_1 is hydroxy.
32. The compound of Claim 31 wherein R_2 and R_4 are hydrogen and R_3 is alkyl.
33. The compound of Claim 31 wherein the



group is a group of formula:

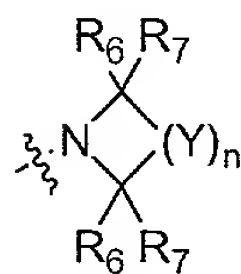


wherein:

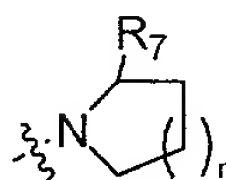
n is 1; and

R_7 is $-C(=O)NR_{14}R_{15}$ where R_{14} and R_{15} are independently selected from the group consisting of hydrogen, $-(C_1-C_{12})$ alkyl, substituted alkyl, or heteroalkyl, $-(C_1-C_{12})$ alkenyl, substituted alkenyl, or heteroalkenyl, $-(C_1-C_{12})$ alkynyl, substituted alkynyl, or heteroalkynyl, alkoxy, and $-(C_1-C_8$ alkyl or substituted alkyl) $_{n9}$ - $(C_3-C_{12}$ arylene or heteroarylene)- $(C_1-C_8$ alkyl or substituted alkyl) $_{n10}$ where $n9$ and $n10$ are independently 0 or 1; or R_{14} and R_{15} combine to form a substituted or unsubstituted $-(C_4-C_{10})$ cyclic alkyl, cyclic heteroalkyl, aryl or heteroaryl group.

34. The compound of Claim 31 wherein the



group is a group of formula:



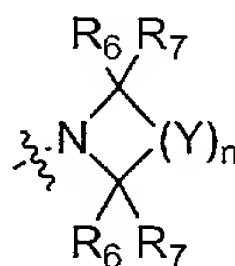
5

wherein:

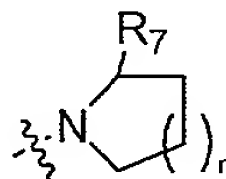
n is 1; and

R₇ is -C(=O)NR₁₄R₁₅ where R₁₄ and R₁₅ are each independently hydrogen or –
 (C₁-C₁₂) alkyl, alkoxy, aryl, heteroaryl or R₁₄ and R₁₅, when attached to the same
 10 carbon, combine to form a cyclic heteroalkyl, aryl or heteroaryl group.

35. The compound of Claim 31 wherein the



group is a group of formula:



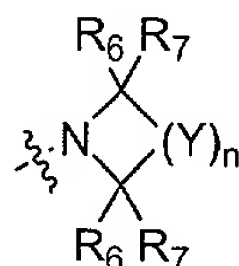
15

wherein:

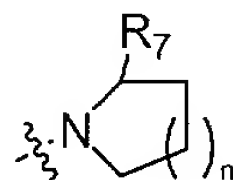
n is 1; and

R_7 is $-C(=O)NHR_{15}$ where R_{15} is H or $-(C_1-C_{12})$ alkyl, aryl, or heteroaryl or $-C(=O)NR_{14}R_{15}$ where R_{14} and R_{15} form a substituted or unsubstituted $-(C_4-C_{10})$ cyclic heteroalkyl.

5 36. The compound of Claim 31 wherein the



group is a group of formula:



10

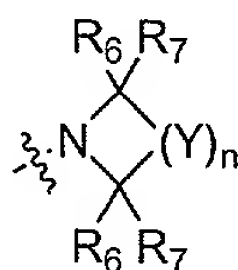
wherein:

n is 1; and

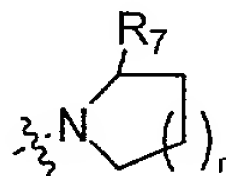
R_7 is *n*-butylaminocarbonyl, *tert*-butylaminocarbonyl, benzylaminocarbonyl, 1,1-dimethylpropylaminocarbonyl, 2-(cyclohexen-1-yl)-ethylaminocarbonyl, indan-
 15 5-ylaminocarbonyl, 4,5-dimethylthiazol-2-ylaminocarbonyl, 4-phenoxyphenylaminocarbonyl, cyclopropylmethyl-aminocarbonyl, pyridin-2-ylaminocarbonyl, pyridin-3-ylaminocarbonyl, pyridin-4-ylmethylaminocarbonyl, morpholin-4-ylcarbonyl, 3,4-methylenedioxy-phenylaminocarbonyl, quinolin-3-ylaminocarbonyl, methylaminocarbonyl, 4-biphenylaminocarbonyl, 3-
 20 phenoxyphenylaminocarbonyl, 3,4-dichlorophenyl-aminocarbonyl, 4-*tert*-butylphenylaminocarbonyl, 4-*tert*-butylaminocarbonyl, indan-2-ylaminocarbonyl, 2,2-dimethylpropylaminocarbonyl, 4-phenylthiazol-2-ylaminocarbonyl, 5-phenylthiadiazol-2-ylaminocarbonyl, 5-ethylthiadiazol-3-ylaminocarbonyl, thiadiazol-2-ylaminocarbonyl, 3-trifluoromethoxyphenyl-aminocarbonyl, 2,5-
 25 dimethylphenylaminocarbonyl, 2,5-dimethoxyphenylamino-carbonyl, 3,4-dichlorophenylaminocarbonyl, benzthiazol-2-ylaminocarbonyl, 3-

phenoxyphenylaminocarbonyl, 2-hydroxybutylaminocarbonyl, 4-hydroxybutylaminocarbonyl, 1,4-benzodioxan-6-ylaminocarbonyl, isoquinolin-6-ylaminocarbonyl, methylaminocarbonyl, thiazol-2-ylaminocarbonyl, 4-methylthiazol-2-ylaminocarbonyl, 3-methylbutylaminocarbonyl, *n*-pentylaminocarbonyl, 5 cyclohexylaminocarbonyl, 5-methylthiazol-2-ylaminocarbonyl, 4-methylthiazol-2-ylaminocarbonyl, 2,4-dimethoxyphenylaminocarbonyl, 3,4-methylenedioxyphen-5-ylmethylaminocarbonyl, allylaminocarbonyl, 2-methylallylaminocarbonyl, pyrrolidin-1-ylcarbonyl, ethylaminocarbonyl, phenylaminocarbonyl, indan-1-ylaminocarbonyl, 2-methoxyethylaminocarbonyl, indan-5-ylaminocarbonyl, 3,4-difluorophenylaminocarbonyl, 5-methylisoxazol-5-ylaminocarbonyl, 3-fluorophenylaminocarbonyl, 4-fluorophenylaminocarbonyl, *N*-methyl-*N*-phenylaminocarbonyl, 2-propylaminocarbonyl, 2-phenylpropylaminocarbonyl, *n*-propylaminocarbonyl, *N*-ethyl-*N*-(*n*-butyl)aminocarbonyl, benzylaminocarbonyl, thiazolidin-1-ylcarbonyl, piperazin-1-ylcarbonyl, piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, homopiperdin-1-ylcarbonyl, 15 pyrimidin-2-ylaminocarbonyl, 4-methylpiperazin-1-ylcarbonyl, 4-methylpyrimidin-2-ylaminocarbonyl, pyrimidin-4-ylaminocarbonyl, pyrazin-2-ylaminocarbonyl, imidazol-2-ylaminocarbonyl.

37. The compound of Claim 31 wherein the



group is a group of formula:



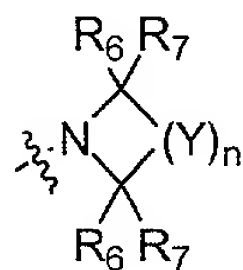
wherein:

25 n is 1; and

R_7 is piperidin-1-ylcarbonyl, azetidin-1-ylcarbonyl, ethylaminocarbonyl, phenylaminocarbonyl, pyrimidin-2-ylaminocarbonyl, or thiazol-2-ylaminocarbonyl;

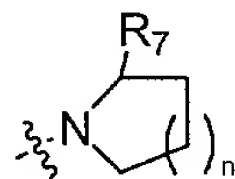
and the stereochemistry at the C2 carbon atom of the pyrrolidine ring, i.e., carbon carrying the R₇ group is (*S*).

38. The compound of Claim 31 wherein the



5

group is a group of formula:

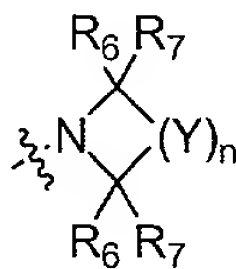


wherein:

n is 1; and

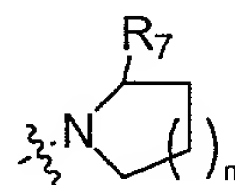
10 R₇ is -C(=O)OR₁₄ where R₁₄ is hydrogen or -(C₁-C₁₂) alkyl, alkoxy, aryl, or heteroaryl.

39. The compound of Claim 31 wherein the



15

group is a group of formula:



20 wherein:

n is 1; and

R_7 is $-C(=O)OR_{14}$ where R_{14} is alkyl; and the stereochemistry at the C_2 carbon atom of the pyrrolidine ring is (*S*).

40. The compound of Claim 32-38 wherein R_3 is *n*-butyl.
- 5 41. The compound of Claim 13-19 wherein R_2 and R_4 are hydrogen.
42. The compound of Claim 41 wherein R_1 is hydroxy.
- 10 43. The compound of Claim 42 wherein R_3 is alkyl.
44. The compound of Claim 41 wherein R_3 is *n*-butyl.
- 15 45. The compound of Claim 1 selected from the group consisting of:
N-hydroxy-3-[(*S*)-(n-butyl)-3-(2-(*S*)-1,1-dimethylethoxycarbonyl)-pyrrolidin-1-carbonyl]-2-(*S*)-fluoropropionamide;
N-hydroxy-3-[(*S*)-(n-butyl)-3-(2-(*S*)-pyridin-1-ylcarbonyl)pyrrolidin-1-carbonyl]-2-(*S*)-fluoropropionamide;
N-hydroxy-3-[(*S*)-(n-butyl)-3-(2-(*S*)-azetidin-1-ylcarbonyl)-pyrrolidin-1-carbonyl]-2-(*S*)-fluoropropionamide;
20 *N*-hydroxy-3-[(*S*)-(n-butyl)-3-(2-(*S*)-ethylaminocarbonyl)pyrrolidin-1-carbonyl]-2-(*S*)-fluoropropionamide;
N-hydroxy-3-[(*S*)-(n-butyl)-3-(2-(*S*)-phenylaminocarbonyl)-pyrrolidin-1-carbonyl]-2-(*S*)-hydroxypropionamide;
25 *N*-hydroxy-3-[(*S*)-(n-butyl)-3-(2-(*S*)-pyrimidin-2-ylaminocarbonyl)pyrrolidin-1-carbonyl]-2-(*S*)-hydroxypropionamide; and
30 *N*-hydroxy-3-[(*S*)-(n-butyl)-3-(2-(*S*)-thiazol-2-ylaminocarbonyl)-pyrrolidin-1-carbonyl]-2-(*S*)-fluoropropionamide.
35
46. A pharmaceutical composition comprising a therapeutically effective amount of a compound of Claims 1-45 and a pharmaceutically acceptable excipient.
- 40 47. A method of treatment of a disease in a mammal treatable by administration of a peptidyl deformylase inhibitor which method comprises administration of a

pharmaceutical composition comprising a therapeutically effective amount of a compound of Claim 1-45 and a pharmaceutically acceptable excipient.

48. The method of Claim 47 wherein the disease is a bacterial disease.

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